



ANNUAL STATEMENT
FOR THE YEAR ENDING DECEMBER 31, 2011
OF THE CONDITION AND AFFAIRS OF THE

OmniCare Health Plan, Inc.

NAIC Group Code	1137	(Current Period)	1137	(Prior Period)	NAIC Company Code	12193	Employer's ID Number	20-1052897
Organized under the Laws of	Michigan				State of Domicile or Port of Entry	Michigan		
Country of Domicile	United States							
Licensed as business type:	Life, Accident & Health []		Property/Casualty []		Hospital, Medical & Dental Service or Indemnity []			
	Dental Service Corporation []		Vision Service Corporation []		Health Maintenance Organization [X]			
	Other []		Is HMO, Federally Qualified? Yes [] No [X]					
Incorporated/Organized	04/22/2004		Commenced Business		10/01/2004			
Statutory Home Office	1333 Gratiot, Ste 400				Detroit, MI 48207			
	(Street and Number)				(City, State and Zip Code)			
Main Administrative Office	1333 Gratiot, Ste 400							
	(Street and Number)							
	Detroit, MI 48207				313-465-1519			
	(City, State and Zip Code)				(Area Code) (Telephone Number)			
Mail Address	1333 Gratiot, Ste 400				Detroit, MI 48207			
	(Street and Number or P.O. Box)				(City, State and Zip Code)			
Primary Location of Books and Records	1333 Gratiot, Ste 400							
	(Street and Number)							
	Detroit, MI 48207				313-465-1519			
	(City, State and Zip Code)				(Area Code) (Telephone Number) (Extension)			
Internet Web Site Address	www.omnicarehealthplan.com							
Statutory Statement Contact	Kenyata J. Rogers				313-465-1519			
	(Name)				(Area Code) (Telephone Number) (Extension)			
	KJRogers@cvty.com				313-465-1604			
	(E-Mail Address)				(Fax Number)			

OFFICERS

Name	Title	Name	Title
Beverly Ann Allen	President and Chief Executive Officer	Kenyata Jamilea Rogers	Chief Financial Officer
John Joseph Ruhlmann	Corporate Controller & Treasurer	Timothy E Nolan #	Executive Vice President

OTHER OFFICERS

Jonathan David Weinberg	Assistant Secretary	Melinda L. Tuozzo	Assistant Treasurer
Shirley R Smith	Secretary		

DIRECTORS OR TRUSTEES

Beverly Ann Allen	William R. Rooney	Charmaine Romero #	Drew Joyce #
Ernestine Romero			

State of Michigan

County of Wayne

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The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC *Annual Statement Instructions* and *Accounting Practices and Procedures* manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Beverly Ann Allen President and Chief Executive Officer	Kenyata Jamilea Rogers Chief Financial Officer	John Joseph Ruhlmann Corporate Controller & Treasurer
Subscribed and sworn to before me this day of ,		a. Is this an original filing? Yes [X] No []
		b. If no:
		1. State the amendment number
		2. Date filed
		3. Number of pages attached
Rochelle D. Jenkins Notary Public December 25, 2012		

Exhibit 2 - A&H Premiums Due and Unpaid
NONE

Exhibit 3 - Health Care Receivables
NONE

EXHIBIT 4 – CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

[illegible]

OMNI ANNUAL STATEMENT FOR THE YEAR 2011 OF THE OmniCare Health Plan, Inc.

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

[illegible]

OMNI ANNUAL STATEMENT FOR THE YEAR 2011 OF THE OmniCare Health Plan, Inc.

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

[illegible]

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EXHIBIT 8 – FURNITURE, EQUIPMENT AND SUPPLIES OWNED

	1	2	3	4	5	6
Description	Cost	Improvements	Accumulated Depreciation	Book Value Less Encumbrances	Assets Not Admitted	Net Admitted Assets
1. Administrative furniture and equipment	320,601		274,592	46,009	46,009	
2. Medical furniture, equipment and fixtures						
3. Pharmaceuticals and surgical supplies						
4. Durable medical equipment						
5. Other property and equipment						
6. Total	320,601	0	274,592	46,009	46,009	0



ANNUAL STATEMENT FOR THE YEAR 2011 OF THE OmniCare Health Plan, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION OmniCare Health Plan, Inc. 2. _____ (LOCATION)

NAIC Group Code	1137	BUSINESS IN THE STATE OF Michigan		DURING THE YEAR 2011				NAIC Company Code		12193
	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	50,923	0							50,923	
2. First Quarter	50,090	225							49,865	
3. Second Quarter	48,154	356							47,798	
4. Third Quarter	47,246	507							46,739	
5. Current Year	46,350	492							45,858	
6. Current Year Member Months	581,933	4,672							577,261	
Total Member Ambulatory Encounters for Year:										
7. Physician	436,304	1,528							434,776	
8. Non-Physician	71,927	124							71,803	
9. Total	508,231	1,652	0	0	0	0	0	0	506,579	0
10. Hospital Patient Days Incurred	30,452	10							30,442	
11. Number of Inpatient Admissions	6,754	4							6,750	
12. Health Premiums Written (b).....	185,838,965	367,359							185,471,606	
13. Life Premiums Direct.....	0									
14. Property/Casualty Premiums Written.....	0									
15. Health Premiums Earned.....	185,838,965	367,359							185,471,606	
16. Property/Casualty Premiums Earned.....	0									
17. Amount Paid for Provision of Health Care Services	150,847,353	140,045							150,707,308	
18. Amount Incurred for Provision of Health Care Services	152,178,689	151,500							152,027,189	

(a) For health business: number of persons insured under PPO managed care products _____ and number of persons insured under indemnity only products _____

(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ _____



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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION OmniCare Health Plan, Inc. 2. _____ (LOCATION)

NAIC Group Code	1137	BUSINESS IN THE STATE OF Consolidated			DURING THE YEAR 2011			NAIC Company Code			12193
	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10	
		2	3								
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other	
Total Members at end of:											
1. Prior Year	50,923	0	0	0	0	0	0	0	50,923	0	
2 First Quarter	50,090	225	0	0	0	0	0	0	49,865	0	
3 Second Quarter	48,154	356	0	0	0	0	0	0	47,798	0	
4. Third Quarter	47,246	507	0	0	0	0	0	0	46,739	0	
5. Current Year	46,350	492	0	0	0	0	0	0	45,858	0	
6 Current Year Member Months	581,933	4,672	0	0	0	0	0	0	577,261	0	
Total Member Ambulatory Encounters for Year:											
7. Physician	436,304	1,528	0	0	0	0	0	0	434,776	0	
8. Non-Physician	71,927	124	0	0	0	0	0	0	71,803	0	
9. Total	508,231	1,652	0	0	0	0	0	0	506,579	0	
10. Hospital Patient Days Incurred	30,452	10	0	0	0	0	0	0	30,442	0	
11. Number of Inpatient Admissions	6,754	4	0	0	0	0	0	0	6,750	0	
12. Health Premiums Written (b).....	185,838,965	367,359	0	0	0	0	0	0	185,471,606	0	
13. Life Premiums Direct.....	0	0	0	0	0	0	0	0	0	0	
14. Property/Casualty Premiums Written.....	0	0	0	0	0	0	0	0	0	0	
15. Health Premiums Earned.....	185,838,965	367,359	0	0	0	0	0	0	185,471,606	0	
16. Property/Casualty Premiums Earned.....	0	0	0	0	0	0	0	0	0	0	
17. Amount Paid for Provision of Health Care Services	150,847,353	140,045	0	0	0	0	0	0	150,707,308	0	
18. Amount Incurred for Provision of Health Care Services	152,178,689	151,500	0	0	0	0	0	0	152,027,189	0	

(a) For health business: number of persons insured under PPO managed care products 0 _____ and number of persons insured under indemnity only products _____ 0 _____
(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$0

OMNI ANNUAL STATEMENT FOR THE YEAR 2011 OF THE OmniCare Health Plan, Inc.

SCHEDULE S - PART 1 - SECTION 2

Reinsurance Assumed Accident and Health Insurance Listed by Reinsured Company as of December 31, Current Year

[illegible]

OMNI ANNUAL STATEMENT FOR THE YEAR 2011 OF THE OmniCare Health Plan, Inc.

SCHEDULE S - PART 2

Reinsurance Recoverable on Paid and Unpaid Losses Listed by Reinsuring Company as of December 31, Current Year

[illegible]

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Reinsurance Ceded To Unauthorized Companies

NONE

(a)	Code	American Bankers Association (ABA) Routing Number	Bank Name

Schedule S - Part 5

Five-Year Exhibit of Reinsurance Ceded Business
(000 Omitted)

	1 2011	2 2010	3 2009	4 2008	5 2007
A. OPERATIONS ITEMS					
1. Premiums.....	3	0	0	0	0
2. Title XVIII-Medicare.....	0	0	0	0	0
3. Title XIX-Medicaid.....	723	1,055	1,103	1,139	1,159
4. Commissions and reinsurance expense allowance.....		0	0	0	0
5. Total hospital and medical expenses.....		0	0	0	0
B. BALANCE SHEET ITEMS					
6. Premiums receivable		0	0	0	0
7. Claims payable.....		0	0	0	0
8. Reinsurance recoverable on paid losses.....	0	493	532	470	387
9. Experience rating refunds due or unpaid.....		0	0	0	0
10. Commissions and reinsurance expense allowances unpaid.....		0	0	0	0
11. Unauthorized reinsurance offset.....	0	0	0	0	0
C. UNAUTHORIZED REINSURANCE (DEPOSITS BY AND FUNDS WITHHELD FROM)					
12. Funds deposited by and withheld from (F).....	0	0	0	0	0
13. Letters of credit (L).....	0	0	0	0	0
14. Trust agreements (T).....	0	0	0	0	0
15. Other (O)	0	0	0	0	0

SCHEDULE S - PART 6

Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance

	1	2	3
	As Reported (net of ceded)	Restatement Adjustments	Restated (gross of ceded)
ASSETS (Page 2, Col. 3)			
1. Cash and invested assets (Line 12)	48,035,130		48,035,130
2. Accident and health premiums due and unpaid (Line 15).....	0		0
3. Amounts recoverable from reinsurers (Line 16.1).....	0		0
4. Net credit for ceded reinsurance.....	XXX	284,358	284,358
5. All other admitted assets (Balance).....	951,732		951,732
6. Total assets (Line 28)	48,986,862	284,358	49,271,220
LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7. Claims unpaid (Line 1).....	18,800,007	284,358	19,084,365
8. Accrued medical incentive pool and bonus payments (Line 2).....	1,776,194		1,776,194
9. Premiums received in advance (Line 8).....	350,954		350,954
10. Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 19).....	0		0
11. Reinsurance in unauthorized companies (Line 20).....	0		0
12. All other liabilities (Balance).....	2,174,457		2,174,457
13. Total liabilities (Line 24).....	23,101,612	284,358	23,385,970
14. Total capital and surplus (Line 33).....	25,885,250	XXX	25,885,250
15. Total liabilities, capital and surplus (Line 34)	48,986,862	284,358	49,271,220
NET CREDIT FOR CEDED REINSURANCE			
16. Claims unpaid.....	284,358		
17. Accrued medical incentive pool.....	0		
18. Premiums received in advance	0		
19. Reinsurance recoverable on paid losses	0		
20. Other ceded reinsurance recoverables	0		
21. Total ceded reinsurance recoverables	284,358		
22. Premiums receivable	0		
23. Funds held under reinsurance treaties with authorized and unauthorized reinsurers	0		
24. Unauthorized reinsurance	0		
25. Other ceded reinsurance payables/offsets	0		
26. Total ceded reinsurance payables/offsets	0		
27. Total net credit for ceded reinsurance	284,358		

SCHEDULE T – PART 2
INTERSTATE COMPACT – EXHIBIT OF PREMIUMS WRITTEN

Allocated By States and Territories

		Direct Business Only					
		1	2	3	4	5	6
States, Etc.		Life (Group and Individual)	Annuities (Group and Individual)	Disability Income (Group and Individual)	Long-Term Care (Group and Individual)	Deposit-Type Contracts	Totals
1. Alabama	AL						0
2. Alaska	AK						0
3. Arizona	AZ						0
4. Arkansas	AR						0
5. California	CA						0
6. Colorado	CO						0
7. Connecticut	CT						0
8. Delaware	DE						0
9. District of Columbia	DC						0
10. Florida	FL						0
11. Georgia	GA						0
12. Hawaii	HI						0
13. Idaho	ID						0
14. Illinois	IL						0
15. Indiana	IN						0
16. Iowa	IA						0
17. Kansas	KS						0
18. Kentucky	KY						0
19. Louisiana	LA						0
20. Maine	ME						0
21. Maryland	MD						0
22. Massachusetts	MA						0
23. Michigan	MI						0
24. Minnesota	MN						0
25. Mississippi	MS						0
26. Missouri	MO						0
27. Montana	MT						0
28. Nebraska	NE						0
29. Nevada	NV						0
30. New Hampshire	NH						0
31. New Jersey	NJ						0
32. New Mexico	NM						0
33. New York	NY						0
34. North Carolina	NC						0
35. North Dakota	ND						0
36. Ohio	OH						0
37. Oklahoma	OK						0
38. Oregon	OR						0
39. Pennsylvania	PA						0
40. Rhode Island	RI						0
41. South Carolina	SC						0
42. South Dakota	SD						0
43. Tennessee	TN						0
44. Texas	TX						0
45. Utah	UT						0
46. Vermont	VT						0
47. Virginia	VA						0
48. Washington	WA						0
49. West Virginia	WV						0
50. Wisconsin	WI						0
51. Wyoming	WY						0
52. American Samoa	AS						0
53. Guam	GU						0
54. Puerto Rico	PR						0
55. U.S. Virgin Islands	VI						0
56. Northern Mariana Islands	MP						0
57. Canada	CN						0
58. Aggregate Other Alien	OT						0
59. Totals		0	0	0	0	0	0

NONE

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
01137	OmniCare Health Plan, Inc.	12193	20-1052897				Coventry Health Care Inc.	DE	UDP					
							Coventry Financial Mgmt Services, Inc.	DE	NIA	Coventry Health Care Inc.	Ownership	100.0		
							Coventry Health Care of Delaware, Inc.	DE	IA	Coventry Health Care Inc.	Ownership	100.0		
							Coventry Health Care of Georgia, Inc.	GA	IA	Coventry Health Care Inc.	Ownership	100.0		
							Group Dental Services, Inc.	MD	NIA	Coventry Health Care Inc.	Ownership	100.0		
							Coventry Health Care of Pennsylvania, Inc.	PA	IA	Coventry Health Care Inc.	Ownership	100.0		
							Coventry Health Care of Iowa, Inc.	IA	IA	Coventry Health Care Inc.	Ownership	100.0		
							Coventry Health Care of Nebraska, Inc.	NE	IA	Coventry Health Care Inc.	Ownership	100.0		
							Coventry Health Care of Louisiana, Inc.	LA	IA	Coventry Health Care Inc.	Ownership	100.0		
							HealthAmerica Pennsylvania Inc.	PA	IA	Coventry Health Care Inc.	Ownership	100.0		
							HealthAssurance Pennsylvania, Inc.	PA	IA	Coventry Health Care Inc.	Ownership	100.0		
							Coventry Prescription Mgmt Svcs, Inc.	NV	NIA	Coventry Health Care Inc.	Ownership	100.0		
							Coventry Health & Life Insurance Company	DE	IA	Coventry Health Care Inc.	Ownership	100.0		
							Group Health Plan of Delaware, LLC	DE	NIA	Coventry Health Care Inc.	Ownership	100.0		
							Southern Health Services, Inc.	VA	IA	Coventry Health Care Inc.	Ownership	100.0		
							Coventry Transplant Network, Inc.	DE	NIA	Coventry Health Care Inc.	Ownership	100.0		
							Coventry Health Care of Missouri, Inc.	MO	IA	Coventry Health Care Inc.	Ownership	100.0		
							HealthCare USA of Missouri, LLC	MO	IA	Coventry Health Care Inc.	Ownership	100.0		
							Coventry Management Services, Inc.	PA	NIA	Coventry Health Care Inc.	Ownership	100.0		
							Carelink Health Plans, Inc.	WV	IA	Coventry Health Care Inc.	Ownership	100.0		
							WellPath Select, Inc.	NC	IA	Coventry Health Care Inc.	Ownership	100.0		
							Wellpath of South Carolina, Inc.	SC	IA	Coventry Health Care Inc.	Ownership	100.0		
							Coventry Health Care Mgmt Corp.	DE	NIA	Coventry Health Care Inc.	Ownership	100.0		
							Coventry Health Care of Texas, Inc.	TX	IA	Coventry Health Care Inc.	Ownership	100.0		
							Coventry Health Care of Kansas, Inc.	KS	IA	Coventry Health Care Inc.	Ownership	100.0		
							First Health Group Corp.	DE	NIA	Coventry Health Care Inc.	Ownership	100.0		
							MHNet Specialty Services, LLC	MD	NIA	Coventry Health Care Inc.	Ownership	100.0		
							Altius Health Plans, Inc.	UT	IA	Coventry Health Care Inc.	Ownership	100.0		
							HealthAssurance Financial Services, Inc.	DE	NIA	Coventry Health Care Inc.	Ownership	100.0		
							HealthCare USA of Tennessee, LLC	TN	NIA	Coventry Health Care Inc.	Ownership	100.0		

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
							CHC Causalty Risk Retention Group, Inc.....	VT.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0		
							Coventry Health Care of Illinois, Inc.....	IL.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0		
							CHC National Accounts, Inc.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0		
							CHC National Network, Inc.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0		
							CHC Workers' Compensation, Inc.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0		
							Florida Health Plan Administrators, LLC.....	FL.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0		
							Coventry Consumer Advantage, Inc.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0		
							First Script Network Services, Inc.....	NV.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0		
							MetraComp, Inc.....	CT.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0		
							Medical Examinations of NY, P.C.....	NY.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0		
							FOCUS Healthcare Management, Inc.....	TN.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0		
							Coventry Ind. Medical Exam of TX, PA.....	TX.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0		
							First Health Life & Health Ins Co.....	TX.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0		
							First Health Strategies, Inc.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0		
							Claims Administration Corp.....	MD.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0		
							Cambridge Life Insurance Co.....	MO.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0		
							Coventry Health Care of Florida, Inc.....	FL.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0		
							Coventry Health Plan of Florida, Inc.....	FL.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0		
							Coventry Summit Health Plan, Inc.....	FL.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0		
							Carefree Insurance Services, Inc.....	FL.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0		
							Group Dental Services of Maryland, Inc.....	MD.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0		
							Mental Health Network of New York IPA, Inc.....	NY.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0		
							MHNet Life and Health Insurance Company.....	TX.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0		
							Mental Health Associates, Inc.....	LA.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0		
							MHNet of Florida, Inc.....	FL.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0		

Asterisk	Explanation
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SCHEDULE Y

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	Federal ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/(Liability)
	52-2073000	Coventry Health Care Inc	490,125,000	9,809,400			492,541,596	0		(91,421)	992,384,574	0
	51-0406894	Coventry Financial Mgmt Services, Inc	(3,950,000)	0			3,904,166	0			(45,834)	0
96460	51-0293139	Coventry Health Care of Delaware, Inc	(19,000,000)	0			(20,188,814)	(2,489,608)			(41,678,421)	1,309,451
95282	51-0353639	Coventry Health Care of Georgia, Inc	(8,250,000)	3,500,000			(41,069,809)	(2,141,443)			(47,961,252)	2,285,944
	52-1801446	Group Dental Services, Inc	0	0			13,990,511	0			13,990,511	0
95241	42-1244752	Coventry Health Care of Iowa, Inc	(6,000,000)	0			(12,624,350)	(2,138,577)			(20,762,927)	1,218,833
95925	42-1308659	Coventry Health Care of Nebraska, Inc	0	9,500,000			(11,004,386)	(1,890,194)			(3,394,579)	3,180,973
95283	51-0353638	Coventry Health Care of Pennsylvania, In	0	0			(45,055)	0			(45,055)	0
95173	74-2381406	Coventry Health Care of Louisiana, Inc	(5,600,000)	0			(16,351,534)	(432,755)			(22,384,290)	1,345,598
95060	25-1264318	HealthAmerica Pennsylvania Inc	(36,000,000)	0			(16,094,613)	(1,248,520)			(53,343,133)	1,502,545
11102	23-2366731	HealthAssurance Pennsylvania, Inc	(30,000,000)	5,000,000			(129,145,732)	(7,844,252)			(161,989,983)	5,782,024
	47-0854096	Coventry Prescription Mgmt Services, Inc	(120,000,000)	18,190,600			(118,503,615)	0			(220,313,015)	0
81973	75-1296086	Coventry Health & Life Insurance Company	(50,000,000)	(105,000,000)			(239,830,528)	39,018,207			(355,812,322)	(32,668,407)
	26-3525878	Group Health Plan of Delaware, LLC	(5,750,000)	0			0	0			(5,750,000)	0
96555	54-1576305	Southern Health Services, Inc	(30,000,000)	0			(22,563,030)	(2,112,523)			(54,675,552)	1,113,263
	01-0646056	Coventry Transplant Network, Inc	0	0			(116,386)	0			(116,386)	0
96377	43-1372307	Coventry Health Care of Missouri, Inc	(36,000,000)	0			(34,131,345)	(498,302)			(70,629,647)	1,021,440
95318	43-1702094	HealthCare USA of Missouri, LLC	(15,000,000)	24,000,000			(51,493,933)	(9,669,048)			(52,162,982)	2,237,546
95489	48-0840330	Coventry Health Care of Kansas, Inc	(37,000,000)	24,000,000			(37,230,123)	(668,485)			(50,898,609)	2,315,304
	25-1794529	Coventry Management Services, Inc	0	0			716,943,268	0			716,943,268	0
95408	55-0712129	Carelink Health Plans, Inc	(9,000,000)	0			(20,326,482)	(1,260,612)			(30,587,094)	1,081,135
95321	20-0229117	WellPath Select, Inc	(10,000,000)	0			(27,259,297)	(1,765,218)			(39,024,515)	2,177,008
12604	20-4647469	WellPath of South Carolina, Inc	0	0			(80,116)	0			(80,116)	0
	62-1411933	Coventry Health Care Mgmt Corp	0	10,000,000			(17,041,635)	0			(7,041,635)	0
	45-2493369	Coventry Health Care of Texas	0	1,000,000			50,841	0			1,050,841	0
	20-1736437	First Health Group Corp	0	0			(19,501,367)	0			(19,501,367)	0
74160	37-1241037	Coventry Health Care of Illinois, Inc	(30,000,000)	0			(28,738,481)	(1,839,399)			(60,577,881)	1,561,662
12193	20-1052897	OmniCare Health Plan, Inc	(3,500,000)	0			(10,367,078)	(811,929)			(14,679,006)	284,358
95407	87-0345631	Altius Health Plans, Inc	(14,000,000)	0			(44,450,596)	(1,245,661)			(59,696,256)	729,904
	51-0410308	HealthAssurance Financial Services, Inc	(10,450,000)	0			7,084,496	0			(3,365,504)	0
	20-4416606	HealthCare USA of Tennessee, LLC	0	0			56	0			56	0
11531	02-0639951	CHC Casualty Risk Retention Group, Inc	0	0			7,696,337	0			7,696,337	0
	26-1582982	MHNet Specialty Services, LLC	(10,625,000)	0			75,797,881	0			65,172,881	0
	20-8070994	CHC National Accounts, Inc	0	0			(19,454,026)	0			(19,454,026)	0
	20-5185442	CHC National Network, Inc	0	0			391	0			391	0
	20-8376354	CHC Workers' Compensation, Inc	0	0			(96,848,397)	0			(96,848,397)	0
	20-1130063	Florida Health Plan Administrators, LLC	0	(10,000,000)			70,206,576	0			60,206,576	0
	26-1293772	Coventry Consumer Advantage, Inc	0	0			84	0			84	0
90328	38-2242132	First Health Life & Health Ins Co	0	0			(105,865,072)	(92,091)			(105,957,163)	3,257
	87-0443226	First Health Strategies, Inc	0	0			209	0			209	0
	52-1320522	Claims Administration Corp	0	0			(43,472,928)	0			(43,472,928)	0
81000	75-1431313	Cambridge Life Insurance Co	0	0			(1,294,900)	0		91,421	(1,203,479)	0

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SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of **WAIVED** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

MARCH FILING		Responses
1.	Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?	.....YES.....
2.	Will an actuarial opinion be filed by March 1?	.....YES.....
3.	Will the confidential Risk-based Capital Report be filed with the NAIC by March 1?	.....YES.....
4.	Will the confidential Risk-based Capital Report be filed with the state of domicile, if required by March 1?	.....YES.....
APRIL FILING		
5.	Will Management's Discussion and Analysis be filed by April 1?	.....YES.....
6.	Will the Supplemental Investment Risks Interrogatories be filed by April 1?	.....YES.....
7.	Will the Accident and Health Policy Experience Exhibit be filed by April 1?	.....YES.....
JUNE FILING		
8.	Will an audited financial report be filed by June 1?	.....YES.....
9.	Will Accountants Letter of Qualifications be filed with the state of domicile and electronically with the NAIC by June 1?	.....YES.....
AUGUST FILING		
10.	Will Communication of Internal Control Related Matters Noted in Audit be filed with the state of domicile by August 1?	.....YES.....

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

MARCH FILING		
11.	Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?	.....NO.....
12.	Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC?	.....NO.....
13.	Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC?	.....NO.....
14.	Will the Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?	.....NO.....
15.	Will the actuarial opinion on participating and non-participating policies as required in Interrogatories 1 and 2 on Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	.....NO.....
16.	Will the actuarial opinion on non-guaranteed elements as required in Interrogatory 3 to Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	.....NO.....
17.	Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1?	.....NO.....
18.	Will an approval from the reporting entity's state of domicile for relief related to the five-year rotation requirement for lead audit partner be filed electronically with the NAIC by March 1?	.....NO.....
19.	Will an approval from the reporting entity's state of domicile for relief related to the one-year cooling off period for independent CPA be filed electronically with the NAIC by March 1?	.....NO.....
20.	Will an approval from the reporting entity's state of domicile for relief related to the Requirements for Audit Committees be filed with electronically with the NAIC by March 1?	.....NO.....
APRIL FILING		
21.	Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1?	.....NO.....
22.	Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC?	.....NO.....
23.	Will the Supplemental Property/Casualty Insurance Expense Exhibit due April 1 be filed with any state that requires it, and, if so, the NAIC?	.....NO.....
24.	Will the Supplemental Health Care Exhibit (Parts 1, 2 and 3) be filed with the state of domicile and the NAIC by April 1?	.....NO.....
25.	Will the regulator only (non-public) Supplemental Health Care Exhibit's Allocation Report be filed with the state of domicile and the NAIC by April 1?	.....NO.....
AUGUST FILING		
26.	Will Management's Report of Internal Control Over Financial Reporting be filed with the state of domicile by August 1?NO.....

Explanation:

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SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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26. OmniCare is not subject to the Model Audit Rule due to the fact that 2010 premiums are less than \$500 million. OmniCare used 2010 premiums to determine internal control testing in 2011.

Bar code:

11.


1 2 1 9 3 2 0 1 1 3 6 0 5 9 0 0 0

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13.


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26.


1 2 1 9 3 2 0 1 1 2 2 3 0 0 0 0 0

OVERFLOW PAGE FOR WRITE-INS

M002 Additional Aggregate Lines for Page 02 Line 25.
*ASSETS - Assets

	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 – 2)	Net Admitted Assets
2504. Other.....	1,690		1,690	0
2597. Summary of remaining write-ins for Line 25 from Page 2	1,690	0	1,690	0

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